

NATIONAL RAILWAY EQUIPMENT CO.



HOME OFFICE: 14400 S. ROBEY STREET · P. O. BOX 2270 · DIXMOOR, ILLINOIS 60426
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

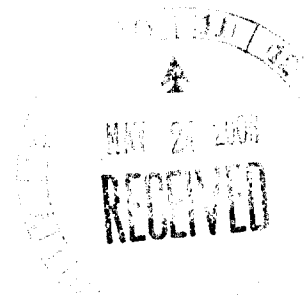
May 23, 2006

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423-0001

RECORDATION NO. 26366 FILED

MAY 26 '06

11-36 AM



SURFACE TRANSPORTATION BOARD

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original and one counterpart of the memorandum of lease agreement and the schedule of equipment for a locomotive lease agreement dated May 1, 2006, a primary document under the Board's recordation regulations.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.
P.O. Box 2270
Dixmoor, IL 60426

Lessee: RailTex, Inc.
5300 Broken Sound Blvd. NW
Boca Raton, Florida 33487

A description of the equipment covered by the Lease Agreement is as follows:

One EMD SD40-2 Six Axle Locomotive w/extd. Range dynamic braking bearing
road # NREX 6486

A short summary of the document to appear in the index is as follows:

"Locomotive Lease Agreement"

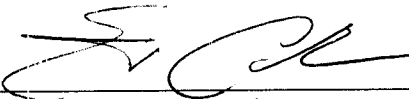
Also enclosed is a check in the amount of \$33 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date stamp and return an original copy after recordation to:

Ethan Crooks
National Railway Equipment Co.
14400 South Robey Street
P.O. Box 2270
Dixmoor, IL 60426

Sincerely yours,

NATIONAL RAILWAY EQUIPMENT CO.

By: 
Ethan Crooks

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 11, 2006, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and RAILTEX INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the Locomotive model described herein.

The Locomotive is fully-described in a certain Lease Agreement dated as of April 11, 2006, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

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SURFACE TRANSPORTATION BOARD

LESSEE:

RAILTEX INC.

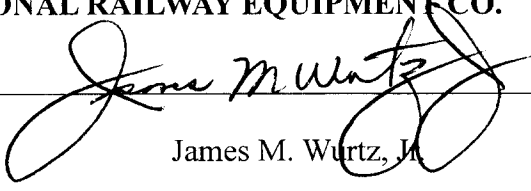
By: 

Name: Roger K. Robinson

Title: Director-Locomotive Operations

LESSOR:

NATIONAL RAILWAY EQUIPMENT CO.

By: 

Name: James M. Wurtz, Jr.

Title: Vice President

SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: RAILTEX INC.

Approved by: RLR
(Lessee to initial each page)

Attached to Bill of Sale dated:

Equipment Located at:

National Railway Equipment Co.'s
manufacturing facility in Mt. Vernon, Illinois

Equipment Schedule No.: See Schedule "A"

Manufacturer and/or Vendor
Name & Invoice Number

Equipment
Description

National Railway Equipment Co.

EMD SD40-2 Six Axle Locomotive

SCHEDULE "A"

Attached to and incorporated into the Lease dated the 11th day of April, 2006 by and between the National Railway Equipment Co. (LESSOR) and RailTex Inc. (LESSEE).

Type and General Description of Locomotive Unit, Marks and Numbers:

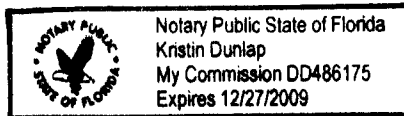
UNIT NO.	TYPE	GENERAL DESCRIPTION
NREX 6486	EMD	SD40-2 Six Axle Locomotive w/extd. range dynamic braking

STATE OF FLORIDA

)
) SS.

COUNTY OF PALM BEACH)

On this 2nd day of May, 2006, before me appeared Roger K. Robinson, the person who signed this instrument who acknowledged that (s) he is Director-Locomotive Operations of RailTex, Inc. and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.



[Handwritten signature of Kristin Dunlap]

Notary Public

[Seal]

PERSONALLY KNOWN:
PRODUCED I.D.:

[Handwritten initials]

My Commission Expires:

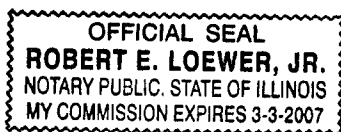
STATE OF ILLINOIS

)
) SS.

COUNTY OF WILL

Cook

On this 3rd day of May, 2006, before me appeared James M. Wurtz Jr., the person who signed this instrument who acknowledged that (s) he is an officer of **NATIONAL RAILWAY EQUIPMENT CO.** and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.



[Handwritten signature of Robert E. Loewer, Jr.]

Notary Public

[Seal]

My Commission Expires:
